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May 9, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of the two documents described below, both to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Bill of Sale**, a secondary document, dated May 9, 1995. The primary document to which this is connected is recorded under Recordation No. 19402. We request that this document be recorded under Recordation No. 19402-D.

The name and address of the party to Bill of Sale is:

Seller:

Southern Pacific Fleet Acquisition Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Bill of Sale consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

II. The second document is a Bill of Sale, a secondary document, dated May 9, 1995. The primary document to which this is connected is recorded under Recordation No. 19402. We request that this document be recorded under Recordation No. 19402-E.

The name and address of the party to Bill of Sale is:

19402-D+E

May 9 1 12 PM '95

Counterparts - signed H. Gitomer

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
May 9, 1995
Page 2

Seller:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

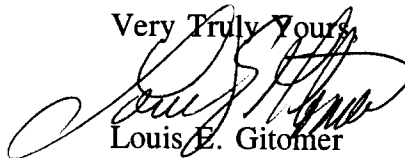
A description of the equipment covered by the Bill of Sale consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

A fee of \$42.00 is enclosed. Please return one original of each of the documents to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Bill of Sale by Southern Pacific Fleet Acquisition Company, One Market Plaza, San Francisco, CA 94105; and (2) a Bill of Sale by Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, all covering 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/9/95

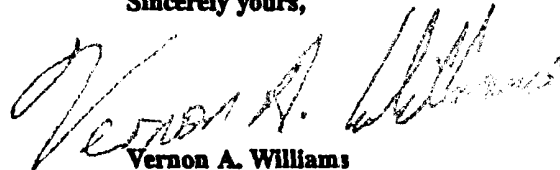
Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/9/95 at 1:45PM, and assigned recordation number(s). 19402-D and 19402-E.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

(0100620074)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19402-D

SOUTHERN PACIFIC FLEET ACQUISITION COMPANY

BILL OF SALE

SOUTHERN PACIFIC FLEET ACQUISITION COMPANY ("SP Fleet"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPT 1995-C), dated as of April 28, 1995, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), the following equipment (the "Units"):

<u>NO. OF UNITS</u>	<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
17	Remanufactured SD40M-2 Locomotives	SP8618 through SP8626, inclusive; SP8689 through SP8696, inclusive

SP Fleet hereby warrants to the Buyer, its successors and assigns, that SP Fleet is the sole owner of the Units; that the Units are newly remanufactured, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and SP Fleet agrees with the Buyer, and its successors and assigns, that SP Fleet will warrant and defend such title forever against all claims and demands arising by, through or under SP Fleet.

IN WITNESS WHEREOF, Southern Pacific Fleet Acquisition Company has caused this instrument to be executed on its behalf by a Vice President of Southern Pacific Fleet Acquisition Company and attested by a Secretary of Southern Pacific Fleet Acquisition Company who are thereunto duly authorized, this 9th day of May, 1995.

SOUTHERN PACIFIC FLEET ACQUISITION
COMPANY

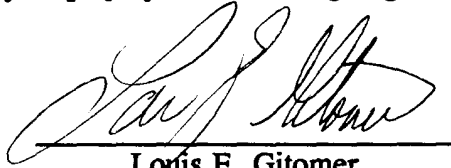
By: 
Title: VICE PRESIDENT

Attest: 
Title: SECRETARY

BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated May 9, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer

May 9, 1995